

Stabilus S.A.
Société anonyme
Registered office: 2, rue Albert Borschette
L-1246 Luxembourg
R.C.S. Luxembourg: B 151589

(the "**Company**")

NOTICE TO ALL SHAREHOLDERS

All shareholders of the Company are hereby given notice by the management board of the Company (the "**Management Board**") that an extraordinary general meeting of shareholders shall be held as follows:

EXTRAORDINARY GENERAL MEETING (the "**Meeting**")

will be held on **24 March 2022 at 10 a.m.** (Central European Time, "**CET**"), by written resolution only, in line with the law of 17 December 2021 prolonging the COVID-19 measures applicable to corporate meetings in the territory of the Grand Duchy of Luxembourg.

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

1. Acknowledgement of (a) the published documents in respect of the proposed conversion of the Company into an SE and (b) the closing of the negotiation process on employee involvement and decision to approve (a) the draft terms of conversion of the Company into a European public limited-liability company (*Societas Europaea*) and (b) the conversion of the Company into an SE under the name of "**Stabilus SE**" on the basis of the draft terms of conversion, both subject to approval of item 3 of the agenda.

The general meeting of shareholders acknowledges the following:

- *the draft terms of conversion of the Company into a European public limited-liability company (*Societas Europaea*), drawn up by the Management Board with the approval of the supervisory board of the Company (the "**Supervisory Board**") pursuant to the provisions of article 420-21 1° of the Law and with article 37 (4) of the SE Regulation, published on 21 February 2022 on the Recueil électronique des sociétés et associations under n° *[Publication number not yet available as of the date of publication of the convening notice] by the Company and in Tageblatt and Bundesanzeiger, made available on the Company's website since 21 February 2022;*
- *the explanatory report in respect of the draft terms of conversion, explaining and justifying the legal and economic aspects of the Conversion and indicating the implications of the*

Conversion for the Company's shareholders and employees pursuant to the provisions of article 420-21 1° of the Law and with article 37 (4) of the SE Regulation, made available on the Company's website since 21 February 2022;

- that the Company holds a subsidiary in another member state of the European Union for at least two (2) years as set forth in more detail in the draft terms of conversion;

- that the registered office of the Company shall not be transferred in the present extraordinary general meeting of shareholders;

- the report issued by KPMG Luxembourg, as independent auditor (réviseur d'entreprises agréé) made available on the Company's website since 21 February 2022 certifying that the Company has net assets at least equivalent to its share capital plus the non-distributable reserves in accordance with article 420-21 3° of the Law and article 37 (6) of the SE Regulation, the conclusion of which is the following:

Based on the work performed, nothing has come to our attention that causes us to believe that the value of the net assets of the Company as at 31 December 2021 does not correspond at least to EUR 1,844,044 as indicated in the financial information of the Company as of 31 December 2021 prepared by the Board of Directors in accordance with the accounting policies and valuation methods described in the paragraph «Description of the statement summarizing the assets and liabilities and valuation methods applied» above.

The report remains attached to the present minutes and is filed with the registration authorities together with the deed.

- the closing of the negotiation process on employee involvement in accordance with articles L.441-1 et seq. of the Luxembourg Labour Code. The board of the meeting acknowledged the declaration of the management board that the six-month-period following the formation of the special negotiation body provided for by Art. L-442-3 (2) of the Luxembourg Labour Code has lapsed and that the six-month-negotiation period has not been extended.

*Thereupon, subject to the approval of the third item of the agenda, the general meeting of shareholders resolves to approve (i) draft terms of conversion (projet de transformation) of the Company into a European public limited-liability company (Societas Europaea), and (ii) the conversion of the Company on the basis of the draft terms of conversion (projet de transformation) into an SE under the name of "**Stabilus SE**", and to instruct the notary to proceed with the filing in view of the effectiveness of the conversion of the Company into an SE.*

2. Subject to the approval of item 1, and to become effective at the time of effectiveness of the conversion of the Company into an SE (i) Increase of the share capital of the Company from its current amount of two hundred forty-seven thousand euro (EUR 247,000) represented by twenty-four million seven hundred thousand shares (24,700,000) with a nominal value of one eurocent (EUR 0.01) up to twenty-four million seven hundred thousand euro (EUR 24,700,000) through the increase of the nominal value of the shares from their current nominal value to one euro (EUR 1) by incorporation of existing reserves of the Company and (ii) amendment of Articles 5.1 and 5.5 (a) of the articles of association of the Company accordingly.

The general meeting of shareholders resolves to increase the share capital of the Company by an amount of twenty-four million four hundred fifty-three thousand euro (EUR 24,453,000) so as to increase it from its current amount of two hundred forty-seven thousand euro (EUR 247,000), represented by twenty-four million seven hundred thousand (24,700,000) shares with a nominal value of one eurocent (EUR 0.01) each, to twenty-four million seven hundred thousand euro (EUR 24,700,000) through the increase of the nominal value of the shares from their current nominal value to one euro (EUR 1). For the avoidance of doubt, no new shares are issued.

The shares so subscribed have been fully paid up through the incorporation of existing reserves of the Company in an amount of twenty-four million four hundred fifty-three thousand euro (EUR 24,453,000). Proof of the existence of the above-mentioned distributable reserves has been produced to the undersigned notary through an interim balance sheet dated 31 January 2022.

The general meeting of shareholders resolves to amend articles 5.1 and 5.5 (a) accordingly, which shall henceforth read as follows:

“5.1 Outstanding share capital

The share capital is set at EUR 24,700,000 (twenty-four million seven hundred thousand euro) represented by 24,700,000 (twenty-four million seven hundred thousand) shares having a nominal value of EUR 1 (one euro) each.”

“5.5 Authorisation for the Management Board to increase the share capital

(a) Size of the authorisation

The authorised capital of the Company, including the share capital, is set at EUR 24,724,000 (twenty-four million seven hundred twenty-four thousand euro) represented by a maximum of 24,724,000 (twenty-four million seven hundred twenty-four thousand) shares, each with a nominal value of EUR 1 (one euro).”

3. Subject to the approval of items 1 and 2 of the agenda, approval of the amendment and restatement of the articles of association of the Company in the form published on the website, to become effective at the time of effectiveness of the conversion of the Company into an SE.

Subject to the approval of the first and second items of the agenda, the general meeting of shareholders further resolves to approve an amendment and restatement of the articles of association of the Company which shall henceforth read as follows as of the date the conversion becomes effective, i.e. as from the date of the registration of the Company as an SE with the Luxembourg Trade and Companies' Register:

[Please refer to Annex I]

4. Confirmation of the mandates of the current members of the supervisory board of the Company for the period of their appointment.

The general meeting of shareholders confirms the mandates of the current members of the supervisory board of the Company for the period of their appointment.

5. Confirmation of the mandate of the independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 30 September 2022.

The general meeting of shareholders resolves to confirm the mandate of the appointed independent auditor (réviseur d'entreprises agréé) of the Company for the financial year ending on 30 September 2022.

Quorum and majorities requirements

Pursuant to the articles of association and the law, resolutions regarding (i) items 1, 2 and 3 of the agenda will be passed at a majority of two-thirds (2/3) of the votes validly cast for each class of shares individually and only if a quorum of at least half of the share capital is present or represented for each class of shares individually and (ii) items 4 and 5 of the agenda will be passed at a simple majority of the votes duly expressed by the shareholders in writing, as further explained in the Section with the title Exercise of voting rights by correspondence below.

Share Capital of the Company

At the date of convening of the Meeting, the Company's registered share capital equals two hundred forty-seven thousand euro (EUR 247,000), represented by twenty-four million seven hundred thousand (24,700,000) shares with a nominal value of one eurocent (EUR 0.01) each, all of which are fully paid up.

Each share entitles the holder thereof to one vote.

Available information and documentation

The following information is available on the Company's website under www.stabilus.com/investors/gm and at the registered office in Luxembourg starting on the day of publication of this convening notice and until the day of the Meeting:

- a) full text of any document to be made available by the Company until the Meeting including draft resolutions in relation to above agenda points to be adopted at the Meeting (i.e. *inter alia* the draft terms of conversion of the Company into a European Company (*Societas Europaea*), the explanatory report in respect of the draft terms of conversion, the report issued by KPMG Luxembourg, the conversion balance sheet);
- b) this convening notice, including Annex I;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice; and
- d) the Registration Notice, the proxy and the voting form as further mentioned below.

Attendance and registration procedures

Shareholders shall, on or before **10 March 2022 at 12 a.m. CET (midnight)** (the "**Record Date**"), indicate to the Company their intention to participate at the Meeting, using the form of registration notice (the "**Registration Notice**"). The Registration Notice must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or email at agm@linkmarketservices.de, on the Record Date by **12 a.m. CET (midnight)** at the latest, followed by the original by regular mail.

Shareholders are also obliged to obtain an attestation from their depository bank (the “**Attestation**”) which is safekeeping their shares in the Company stating the name and address of the shareholder and the number of shares held by the shareholder and the number of shares held by the shareholder, at the Record Date. The Attestation must be received by STABILUS S.A., c/o Link Market Services GmbH, Landshuter Allee, 80637 Munich, Germany, by fax (+49 (0)89 / 210 27-289) or email at agm@linkmarketservices.de by **11:59 p.m. CET on 18 March 2022** at the latest, followed by the original by regular mail.

The attestation must be made in text form in German or English.

The attendance and registrations procedure applies to the vote by correspondence.

Exercise of voting rights by correspondence

Shareholders shall vote by correspondence (the “**Voting Form**”), by filling in the relevant sections of the Voting Form and sending the duly completed and signed form to

STABILUS S.A.
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 / 210 27-289
Email: agm@linkmarketservices.de

so that it shall be received by the Company at the latest on **18 March 2022 at 11:59 p.m. CET**. In case of late Registration Notices, Attestations, and/or Voting Forms, as applicable, votes expressed by correspondence will not be taken into account at the Meeting.

Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons who are shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the Meeting.

Questions relating to the items on the Agenda may be asked in advance latest until **15 March 2022** with any answers being published on www.stabilus.com/investors/gm by **17 March 2022**.

One or more shareholder(s) representing at least five percent (5%) of the Company’s shareholder capital may request the addition of items to the agenda of the Meeting or table draft resolutions for items included or to be included on the agenda of the Meeting by sending such requests at the latest on **2 March 2022 at 11.59 p.m. CET** to the following email address, fax number or mail address:

STABILUS S.A.
c/o Link Market Services GmbH

Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 / 210 27-289
Email: agm@linkmarketservices.de

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an email address or a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was published in the RESA (*Recueil Electronique des Sociétés et Associations*), the Luxembourg newspaper Tageblatt, the German official gazette *Bundesanzeiger*, and other media (which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis) as well as separately dispatched by regular mail or, if agreed with the respective addressee, by email to (i) the members of the Management Board, (ii) the members of the supervisory board of the Company and (iii) the auditor of the Company.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The results of the vote will be published on the Company's website within fifteen (15) days following the Meeting.

For further information you may contact the service provider, Link Market Services GmbH, by dialing +49 (0) 89 210 27-222 (Mon.– Fri. 9 a.m. CET to 5 p.m. CET).

Luxembourg, in February 2022.

STABILUS S.A.

The Management Board